

00: 11619-1544

ARTICLES OF INCORPORATION
OF
LAKESIDE XI CONDOMINIUM ASSOCIATION, INC.
(a Condominium Association)

In order to form a Corporation under and in accordance with the provisions of the laws of the State of Florida, for the formation of a corporation not for profit, Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves together into a Corporation for the purposes and with the powers hereinafter designated, and to that end we do, by these Articles of Incorporation, certify as follows:

ARTICLE I

NAME

The name of the Corporation shall be LAKESIDE XI CONDOMINIUM ASSOCIATION, INC., a condominium association, not for profit which is referred to herein as the ASSOCIATION.

ARTICLE II

PURPOSE

The purpose for which the ASSOCIATION is organized is to provide an entity pursuant to Florida Statutes 718.111, to operate and manage LAKESIDE XI CONDOMINIUM, a Condominium to be established in accordance with the laws of the State of Florida, situated in Dade County, Florida.

The ASSOCIATION will undertake the performance of such acts and duties as are incident to the operation and management of said LAKESIDE XI CONDOMINIUM, in accordance with the terms and conditions for said operation and management as set forth and provided for in these Articles of Incorporation and as will be provided for in the By-Laws and Rules and Regulations of the ASSOCIATION, and as may be contained in the formal Declaration of Condominium which shall be recorded in the Public Records of Dade County, Florida, and, further, to deal with any portion of said property whether real or personal.

ARTICLE III

POWERS

The powers of the ASSOCIATION shall include and be governed by the following provisions

1. The ASSOCIATION shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of the Articles, the said Declaration of Condominium, the By-Laws, and the Condominium Act.
2. The ASSOCIATION shall have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the ASSOCIATION, including, but not limited to, the following:

A. To make, establish and enforce reasonable rules and regulations governing the use of CONDOMINIUM UNITS, COMMON ELEMENTS, LIMITED COMMON ELEMENTS and CONDOMINIUM PROPERTY as said terms may be defined in the Declaration of

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Condominium to be recorded.

B. To make, levy and collect assessments against Unit Owners of the said CONDOMINIUM to provide the funds to pay for Common Expenses of each CONDOMINIUM as is provided in the Declaration of Condominium, the By-Laws, Chapter 718 of the Florida Statutes, the Condominium Act, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the ASSOCIATION.

C. To maintain, repair and replace and operate the CONDOMINIUM PROPERTY; specifically including all portions of the CONDOMINIUM PROPERTY to which the ASSOCIATION has the right and power to maintain, repair, replace and operate in accordance with the Declaration of Condominium, the By-Laws and Chapter 718 of the Florida Statutes, the Condominium Act.

D. To purchase insurance upon the CONDOMINIUM PROPERTY and insurance for the protection of the ASSOCIATION and its members, as Unit Owners.

E. To reconstruct improvements in the CONDOMINIUM PROPERTY after casualty or other loss and the further improvement of the Property.

F. To enforce by legal means the provisions of the Declaration of Condominium, the By-Laws, the Rules and Regulations and all documents referred to in the Declaration and these Articles of Incorporation.

G. To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the ASSOCIATION in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the ASSOCIATION for such purpose. The ASSOCIATION and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the ASSOCIATION.

H. To acquire and enter into agreements whereby it acquired leaseholds, membership; or other possessory or use interests in lands or facilities including but not limited to country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the CONDOMINIUM, intended to provide for the enjoyment, recreation or other use or benefit of the members of the ASSOCIATION.

I. To acquire by purchase or otherwise CONDOMINIUM PARCELS of the Condominium, subject nevertheless to the provisions of the Declaration and/or By-Laws relative thereto.

J. To approve or disapprove the transfer, mortgage and ownership of units as may be provided by the Declaration of Condominium and the By-Laws.

K. To employ personnel to perform the services required for proper operation of the Condominium.

L. The powers of the ASSOCIATION shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

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ARTICLE IV

QUALIFICATION OF MEMBERS AND MANNER OF THEIR
ADMISSION; VOTING RIGHTS OF MEMBERS

The qualifications of the Members of the ASSOCIATION, the manner of their admission to membership and the voting rights of Members shall be as follows:

1) Only the record OWNERS of CONDOMINIUM UNITS in LAKESIDE XI CONDOMINIUM shall be Members of the ASSOCIATION and no other persons shall be entitled to Membership. In the event of and after termination of the Condominium, the Members shall consist of those individuals who are Members at the time of such termination, their successors and assigns.

2) Membership shall be established by the acquisition of Fee Simple Title to a CONDOMINIUM PARCEL in LAKESIDE XI CONDOMINIUM, pursuant to the applicable provisions, requirements and conditions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws and Rules and Regulations of the ASSOCIATION. The Membership of any party shall be automatically terminated upon his divestiture of Ownership interest in his CONDOMINIUM UNIT, except that nothing herein contained shall be construed as terminating the Membership of any party who may have a Fee Ownership interest in two or more CONDOMINIUM UNITS so long as such party shall retain a Fee Ownership interest in any CONDOMINIUM UNIT. In the event that less than the whole of one CONDOMINIUM UNIT, such acquisition shall not entitle the OWNER thereof to more than one vote.

3) The interest of a Member and the funds and assets of the ASSOCIATION cannot be assigned or hypothecated in any manner (other than for the purpose of securing institutional financing), except as an appurtenance to his CONDOMINIUM PARCEL. The funds and assets of the ASSOCIATION shall belong solely to the ASSOCIATION and can only be utilized for the benefit of the ASSOCIATION and the Membership as a whole, for the purposes authorized herein and in accordance with the provisions of the Declaration of Condominium, By-Laws and Rules and Regulations which may be hereafter adopted.

4) On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each CONDOMINIUM UNIT, which vote may be exercised or cast by the OWNER or OWNERS of each CONDOMINIUM UNIT in such manner as may be provided in the By-Laws hereafter adopted by the ASSOCIATION. Should any Member own more than one CONDOMINIUM UNIT, such Member shall be entitled to exercise or cast as many votes as he owns CONDOMINIUM UNITS, in the manner provided by said By-Laws.

5) Until such time as the CONDOMINIUM PROPERTY and the improvements which may be hereafter constructed thereon are submitted to a Plan of Condominium Ownership by the recording of a Declaration of Condominium, the Membership of the corporation shall be comprised of the Subscribers to these Articles, each of which subscriber shall be entitled to cast one vote on all matters on which the Membership shall be entitled to vote.

ARTICLE V

EXISTENCE

The ASSOCIATION shall have perpetual existence unless the ASSOCIATION is terminated sooner by the unanimous vote of its Members.

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ARTICLE VI

NAMES AND RESIDENCES OF SUBSCRIBERS

The Subscribers to these Articles of Incorporation are the five (5) persons herein named to act and serve as Members of the first Board of Directors of the Corporation, the names of which Subscribers and their respective Post Office Addresses are more particularly set forth in Article VIII.

ARTICLE VII

OFFICERS, ELECTION AND APPOINTMENT

The Board of Directors shall elect a President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine at its first meeting following the Annual Meeting of the Membership which officers shall serve at the pleasure of the Board. The President shall be elected from among the Membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice Presidents, Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the direction of the Board of Directors. The Board of Directors or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of LAKESIDE XI CONDOMINIUM and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a Member of the Corporation or a Director or Officer of the Corporation, as the case may be.

ARTICLE VIII

OFFICERS AND DIRECTORS WHO SHALL
SERVE UNTIL THE FIRST ELECTION OR APPOINTMENT
UNDER THE ARTICLES OF INCORPORATION

PRESIDENT/DIRECTOR	JACK BERGER 8470 S. W. 154 Circle Court, #820 Miami, Florida 33193
FIRST VICE-PRESIDENT/DIRECTOR	IRVING BERGER 8470 S. W. 154 Circle Court, #820 Miami, Florida 33193
SECOND VICE-PRESIDENT/DIRECTOR	ROSE BERGER 8470 S. W. 154 Circle Court, #820 Miami, Florida 33193
SECRETARY/DIRECTOR	ARNOLD BERGER 8470 S. W. 154 Circle Court, #820 Miami, Florida 33193
TREASURER/DIRECTOR	ROBERT KRAMER 8470 S. W. 154 Circle Court, #820 Miami, Florida 33193

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ARTICLE IX

NUMBER OF PERSONS CONSTITUTING
THE FIRST BOARD OF DIRECTORS AND SELECTION
OF CERTAIN DIRECTORS BY DEVELOPER

The number of Members of the first Board of Directors of the ASSOCIATION shall be five (5). Succeeding Boards shall be managed by a Board of not less than (3) nor more than (7) directors as shall be determined by the By-Laws and in the absence of such determination shall consist of (5) directors. The members of the Board of Directors shall be elected by the Members of the ASSOCIATION at the Annual Meeting of the Membership as provided by the By-Laws of the ASSOCIATION, and all of the Board of Directors shall be Members of the ASSOCIATION or shall be authorized representatives, officers or employees of a corporate Member of the ASSOCIATION. Notwithstanding the foregoing, the developer, LAKESIDE XI, INC., shall be entitled to elect or designate all of the Directors, except that when unit owners other than the Developer own 15% or more of the units that will be operated ultimately by the Association, said unit owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors of the Association. Unit Owners other than the Developer shall be entitled to elect not less than a majority of Members of the Board of Directors of the Association three (3) years after sales by the Developer have been closed on fifty (50%) percent of the units that ultimately will be operated by the Association, or three (3) months after sales have been closed by the Developer on ninety (90%) percent of the units that will be operated ultimately by the Association or when all of the units that will be operated ultimately by the Association have been completed, and some of them have been sold and none of the others have been offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as it holds for sale under the ordinary course of business at least five (5%) percent of said units in the Condominium. The Officers and Directors herein named shall serve until the first election of Directors and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

ARTICLE X

BY WHOM THE BY-LAWS OF THE CORPORATION ARE TO BE
MADE, ALTERED OR RESCINDED

The first By-Laws of the ASSOCIATION shall be adopted by the Board of Directors and may be altered or amended in the manner provided for in the By-Laws by the Board of Directors and/or the ASSOCIATION members.

ARTICLE XI

AMENDMENT OF THE ARTICLES OF INCORPORATION

Prior to the time the property described in Article II hereinabove has been submitted to Condominium ownership by the filing of the Declaration of Condominium said first Board of Directors shall have full power to amend, alter or rescind said Articles of Incorporation by a majority vote.

After the property described in Article II hereinabove has been submitted to Condominium ownership by the filing of the Declaration of Condominium, the Articles of Incorporation may be amended, altered, supplemented or modified by the membership at the Annual Meeting, or at a duly convened

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special meeting of the membership attended by a majority of the membership, by vote, as follows:

- A. If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the total membership to be adopted.
- B. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by three-fourths (3/4ths) of the total vote of the Membership.

Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the Corporate Seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice-President, has been filed with the Secretary of State, and all filing fees paid.

No amendment shall change the rights and privileges of the Developer referred to in said Declaration without the Developer's written approval, nor the rights and privileges of the Management Firm referred to in said Declaration without the Management Firm's written approval.

ARTICLE XII

PRINCIPAL OFFICE OF ASSOCIATION

The principal office of the Association shall be located at 8470 S. W. 154 Circle Court, #820, Miami, Florida, but the ASSOCIATION may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors including possessions of the United States or any foreign country.

ARTICLE XIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 8470 S. W. 154 Circle Court, #820, Miami, Florida and the name of the initial Registered Agent of this corporation is ARNOLD BERGER.

ARTICLE XIV

INDEMNITY OF OFFICERS AND DIRECTORS OF ASSOCIATION

Every Director and every Officer of the ASSOCIATION shall be indemnified by the ASSOCIATION against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the ASSOCIATION, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein a Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement for reimbursement by the Director of Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the ASSOCIATION. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors or Officers may be entitled.

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IN WITNESS WHEREOF the Forbearers have hereunto, set
their hands and seals this 1 day of October
1981, at Miami, Dade County, Florida.

Jack Berger (SEAL)
JACK BERGER

Irving Berger (SEAL)
IRVING BERGER

Robert Kramer (SEAL)
ROBERT KRAMER

Joseph Berger (SEAL)
JOSEPH BERGER

William Berger (SEAL)
WILLIAM BERGER

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared,
JACK BERGER, IRVING BERGER, ROBERT KRAMER, JOSEPH BERGER and
WILLIAM BERGER, being by me duly sworn, acknowledging that
they executed the foregoing instrument for the purposes and
purposes therein contained, to-wit: the execution of the
1981.

My Commission Expires

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV 19 1981
EX-100 THRU GENERAL U.S. GOVERNMENT

OFFICE
NO. 11619-1551

FILED
Oct 7 4 06 PM '81
CLERK OF DISTRICT COURT
FOR THE 13TH JUDICIAL CIRCUIT
IN AND FOR THE STATE
OF FLORIDA
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE, FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT, AND UPON WHOM PROCESS MAY BE SERVED.

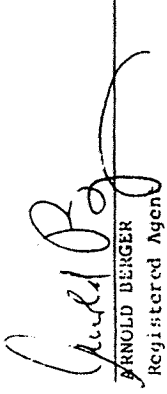
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First--That LAKESIDE XI CONDOMINIUM ASSOCIATION, INC.

Reside at 8470 S.W. 154 Circle Court, #820, Miami, Dade County, Florida, and its agent to accept service of process within this state.

Second--That the said Association is a corporation organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named, ARNOLD BERGER located at 8470 S.W. 154 Circle Court, #820, Miami, Dade County, Florida, as its agent to accept service of process within this state.

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


ARNOLD BERGER
Registered Agent